

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF GEORGIA

Case number (if known) Chapter 7

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Newport South Downtown Master, L.P.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 81-4591686

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

c/o Kevin Murphy
170 Mitchell Street
Atlanta, GA 30303

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Fulton
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor **Newport South Downtown Master, L.P.**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check one:**

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

| | | |
|----------------|------------|-------------------|
| District _____ | When _____ | Case number _____ |
| District _____ | When _____ | Case number _____ |

Debtor **Newport South Downtown Master, L.P.**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Attachment**

District

When

Relationship

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☒ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☒ \$1,000,001 - \$10 million

☐ \$500,000,001 - \$1 billion

| | | | | |
|--------|--------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------|--|
| Debtor | Newport South Downtown Master, L.P. | | Case number (if known) | |
| Name | | | | |
| | <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion | |
| | <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion | |
| | <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion | |

Debtor **Newport South Downtown Master, L.P.** Case number (if known) _____
Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **May 31, 2024**
MM / DD / YYYY

X /s/ Kevin Murphy
Signature of authorized representative of debtor

Title **Designate**

Kevin Murphy
Printed name

18. Signature of attorney

X /s/ Michael F. Holbein
Signature of attorney for debtor

Date **May 31, 2024**
MM / DD / YYYY

Michael F. Holbein
Printed name

Smith, Gambrell & Russell, LLP
Firm name

1105 W. Peachtree St. NE
Suite 1000
Atlanta, GA 30309
Number, Street, City, State & ZIP Code

Contact phone **404-815-3607** Email address **mholbein@sgrlaw.com**

360070 GA
Bar number and State

Debtor **Newport South Downtown Master, L.P.** Case number (if known) _____
Name

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF GEORGIA

Case number (if known) _____ Chapter **7**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION
Pending Bankruptcy Cases Attachment

| | | | |
|----------|------------------------------------------|-----------------------|-----------------|
| Debtor | Newport 222 Mitchell Street, L.P. | Relationship to you | _____ |
| District | Northern District of Georgia | When | 4/22/24 |
| | | Case number, if known | 24-54060 |
| Debtor | Newport RE LP | Relationship to you | _____ |
| District | Northern District of Georgia | When | 5/31/24 |
| | | Case number, if known | _____ |

Fill in this information to identify the case:

Debtor name Newport South Downtown Master, L.P.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF GEORGIA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From 1/01/2024 to Filing Date

☒ Operating a business
☐ Other _____

\$25,077.00

For prior year:
From 1/01/2023 to 12/31/2023

☒ Operating a business
☐ Other _____

\$581,311.64

For year before that:
From 1/01/2022 to 12/31/2022

☒ Operating a business
☐ Other _____

\$1,306,339.00

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed

Debtor **Newport South Downtown Master, L.P.**

Case number (if known) _____

or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

| Insider's name and address Relationship to debtor | Dates | Total amount of value | Reasons for payment or transfer |
|------------------------------------------------------|-------|-----------------------|---------------------------------|
|------------------------------------------------------|-------|-----------------------|---------------------------------|

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☐ None

| Creditor's name and address | Describe of the Property | Date | Value of property |
|----------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------|-------------------|
| Salzufer Holdings Inc. c/o United Corporate Services, Inc. 800 North State St. Suite 304 Dover, DE 19901 | See Exhibit attached as "Schedule 5" | 12/8/2023 | \$3,801,875.00 |
| Salzufer Holdings Inc. c/o United Corporate Services, Inc. 800 North State St. Suite 304 Dover, DE 19901 | See Exhibit attached as "Schedule 5" | 12/8/2023 | \$5,139,771.00 |
| SoDo Block B and G Lender, LLC c/o Alston & Bird LLP 1201 W. Peachtree St. NE Atlanta, GA 30309 | See Exhibit attached as "Schedule 5" | 12/20/2023 | \$1,500,000.00 |
| BI 68 LLC c/o Kennedy R. Bodnarek Alston & Bird LLP 1201 W. Peachtree St. NE Atlanta, GA 30309 | See Exhibit attached as "Schedule 5" | 3/2/2024 | \$5,000,000.00 |
| BI 68 LLC c/o Kennedy R. Bodnarek Alston & Bird LLP 1201 W. Peachtree St. NW Atlanta, GA 30309 | See Exhibit attached as "Schedule 5" | 1/2/2024 | \$20,000,000.00 |

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

| Creditor's name and address | Description of the action creditor took | Date action was taken | Amount |
|-----------------------------|-----------------------------------------|-----------------------|--------|
|-----------------------------|-----------------------------------------|-----------------------|--------|

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

Debtor **Newport South Downtown Master, L.P.**

Case number (if known) _____

☐ None.

| | Case title Case number | Nature of case | Court or agency's name and address | Status of case |
|------|--------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| 7.1. | Balfour Beatty Construction LLC v. Newport 222 Mitchell Street LP et al. 23-A-05346-2 | contract/account | Superior Court of Gwinnett County 75 Langley Dr. Lawrenceville, GA 30046 | <input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded |

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

| Recipient's name and address | Description of the gifts or contributions | Dates given | Value |
|------------------------------|-------------------------------------------|-------------|-------|
|------------------------------|-------------------------------------------|-------------|-------|

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

| Description of the property lost and how the loss occurred | Amount of payments received for the loss | Dates of loss | Value of property lost |
|------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|------------------------|
| | <p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (<i>Schedule A/B: Assets – Real and Personal Property</i>).</p> | | |

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

| | Who was paid or who received the transfer? Address | If not money, describe any property transferred | Dates | Total amount or value |
|-------|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------|----------------|-----------------------|
| 11.1. | Smith, Gambrell & Russell, LLP 1105 W. Peachtree St. NE Suite 1000 Atlanta, GA 30309 | | 4/16/24 | \$75,000.00 |
| | Email or website address sgrlaw.com | | | |
| | Who made the payment, if not debtor? | | | |

Debtor **Newport South Downtown Master, L.P.**

Case number (if known) _____

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None.

| Name of trust or device | Describe any property transferred | Dates transfers were made | Total amount or value |
|-------------------------|-----------------------------------|---------------------------|-----------------------|
|-------------------------|-----------------------------------|---------------------------|-----------------------|

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

| Who received transfer? Address | Description of property transferred or payments received or debts paid in exchange | Date transfer was made | Total amount or value |
|-----------------------------------|---------------------------------------------------------------------------------------|---------------------------|--------------------------|
|-----------------------------------|---------------------------------------------------------------------------------------|---------------------------|--------------------------|

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

| Address | Dates of occupancy From-To |
|---------|-------------------------------|
|---------|-------------------------------|

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:
- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

| Facility name and address | Nature of the business operation, including type of services the debtor provides | If debtor provides meals and housing, number of patients in debtor's care |
|---------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
|---------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

Debtor **Newport South Downtown Master, L.P.**

Case number (if known) _____

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

| Financial Institution name and Address | Last 4 digits of account number | Type of account or instrument | Date account was closed, sold, moved, or transferred | Last balance before closing or transfer |
|------------------------------------------------------------------------------|---------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|-----------------------------------------|
| 18.1. Wells Fargo 1100 Abernathy Rd NE 14th Floor Atlanta, GA 30328 | XXXX-8313 | <input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other__ | 5/25/2024 | \$0.00 |

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

| Depository institution name and address | Names of anyone with access to it Address | Description of the contents | Does debtor still have it? |
|-----------------------------------------|-------------------------------------------|-----------------------------|----------------------------|
|-----------------------------------------|-------------------------------------------|-----------------------------|----------------------------|

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

| Facility name and address | Names of anyone with access to it | Description of the contents | Does debtor still have it? |
|---------------------------|-----------------------------------|-----------------------------|----------------------------|
|---------------------------|-----------------------------------|-----------------------------|----------------------------|

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

Debtor **Newport South Downtown Master, L.P.**

Case number (if known) _____

- ☐ No.
- ☒ Yes. Provide details below.

| Case title Case number | Court or agency name and address | Nature of the case | Status of case |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------------------|
| n/a n/a | Georgia Department of Natural Resources Environmental Protection Division Hazardous Waste Management Branch 2 Martin Luther King Jr. Dr SE, Ste 1456 Atlanta, GA 30334 | Brownfield Designation | <input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded |

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
- ☐ Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|------------------------------------|-----------------------------|----------------|
|-----------------------|------------------------------------|-----------------------------|----------------|

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
- ☐ Yes. Provide details below.

| Site name and address | Governmental unit name and address | Environmental law, if known | Date of notice |
|-----------------------|------------------------------------|-----------------------------|----------------|
|-----------------------|------------------------------------|-----------------------------|----------------|

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☐ None

| Business name address | Describe the nature of the business | Employer Identification number Do not include Social Security number or ITIN. |
|-------------------------------------------------------------------------------------|-------------------------------------|----------------------------------------------------------------------------------|
| | | Dates business existed |
| 25.1. NEWPORT 100 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2263141 From-To 2016-2022 |
| 25.2. NEWPORT 115 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2256628 From-To 2016-2022 |
| 25.3. NEWPORT 81 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2269447 From-To 2016-2022 |

Debtor **Newport South Downtown Master, L.P.**

Case number (if known) _____

| Business name address | Describe the nature of the business | Employer Identification number Do not include Social Security number or ITIN. |
|----------------------------------------------------------------------------------------------|-------------------------------------|----------------------------------------------------------------------------------|
| | | Dates business existed |
| 25.4. NEWPORT 87 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2247343 From-To 2016-2022 |
| 25.5. NEWPORT 89 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2262315 From-To 2016-2022 |
| 25.6. NEWPORT 90 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 83-0732626 From-To 2017-2022 |
| 25.7. NEWPORT 92 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2266726 From-To 2016-2022 |
| 25.8. NEWPORT 93 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2223537 From-To 2016-2022 |
| 25.9. NEWPORT 94 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2231818 From-To 2016-2022 |
| 25.10. NEWPORT 96 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2255941 From-To 2016-2022 |
| 25.11. NEWPORT 97 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2261183 From-To 2016-2022 |
| 25.12. NEWPORT 98 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2279243 From-To 2016-2022 |
| 25.13. NEWPORT 99-101 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2278326 From-To 2017-2022 |

Debtor **Newport South Downtown Master, L.P.**

Case number (if known) _____

| Business name address | | Describe the nature of the business | Employer Identification number Do not include Social Security number or ITIN. |
|-----------------------|----------------------------------------------------------------------------------------|-------------------------------------|----------------------------------------------------------------------------------|
| | | | Dates business existed |
| 25.14 | NEWPORT 0 MITCHELL STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2223451 From-To 2017- |
| 25.15 | NEWPORT 110 SPRING STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2281621 From-To 2017- |
| 25.16 | NEWPORT 117 MLK JR DRIVE, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2231671 From-To 2016- |
| 25.17 | NEWPORT 120 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-1799511 From-To 2017- |
| 25.18 | NEWPORT 134 FORSYTH STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-1800309 From-To 2017- |
| 25.19 | NEWPORT 135 FORSYTH STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-1800116 From-To 2017- |
| 25.20 | NEWPORT 136 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2248225 From-To 2017- |
| 25.21 | NEWPORT 138 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2248602 From-To 2017- |
| 25.22 | NEWPORT 140 FORSYTH STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2267977 From-To 2017- |
| 25.23 | NEWPORT 140 MITCHELL STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2268700 From-To 2017- |

Debtor **Newport South Downtown Master, L.P.**

Case number (if known) _____

| Business name address | | Describe the nature of the business | Employer Identification number Do not include Social Security number or ITIN. |
|-----------------------|-------------------------------------------------------------------------------------------|-------------------------------------|----------------------------------------------------------------------------------|
| | | | Dates business existed |
| 25.24 | NEWPORT 140 SPRING STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-1800430 From-To 2017- |
| 25.25 | NEWPORT 142 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2223659 From-To 2017- |
| 25.26 | NEWPORT 142-150 MITCHELL STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2232608 From-To 2017- |
| 25.27 | NEWPORT 144 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2221384 From-To 2017- |
| 25.28 | NEWPORT 168 TRINITY AVENUE, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2254518 From-To 2017- |
| 25.29 | NEWPORT 170 MITCHELL STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2274592 From-To 2017- |
| 25.30 | NEWPORT 171 MITCHELL STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2277032 From-To 2017- |
| 25.31 | NEWPORT 171 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 83-0722010 From-To 2017- |
| 25.32 | NEWPORT 172 TRINITY AVENUE, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2294544 From-To 2017- |
| 25.33 | NEWPORT 186 MITCHELL STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2262570 From-To 2017- |

Debtor **Newport South Downtown Master, L.P.**

Case number (if known) _____

| Business name address | | Describe the nature of the business | Employer Identification number Do not include Social Security number or ITIN. |
|-----------------------|----------------------------------------------------------------------------------------------|-------------------------------------|----------------------------------------------------------------------------------|
| | | | Dates business existed |
| 25.34 | NEWPORT 195 TRINITY AVENUE, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2277787 From-To 2017- |
| 25.35 | NEWPORT 222 MITCHELL STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2295447 From-To 2017- |
| 25.36 | NEWPORT 223 MITCHELL STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2226295 From-To 2017- |
| 25.37 | NEWPORT 227 MITCHELL STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2247328 From-To 2017- |
| 25.38 | NEWPORT 223 MITCHELL STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2226295 From-To 2017- |
| 25.39 | NEWPORT 46 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 83-0732647 From-To 2018- |
| 25.40 | NEWPORT 55&57 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2277079 From-To 2016- |
| 25.41 | NEWPORT 60 BROAD STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2293252 From-To 2016- |
| 25.42 | NEWPORT 61&63 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2223719 From-To 2016- |
| 25.43 | NEWPORT 64 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2221000 From-To 2016- |

Debtor **Newport South Downtown Master, L.P.**

Case number (if known) _____

| Business name address | | Describe the nature of the business | Employer Identification number Do not include Social Security number or ITIN. |
|-----------------------|---------------------------------------------------------------------------------------|-------------------------------------|----------------------------------------------------------------------------------|
| | | | Dates business existed |
| 25.44 | NEWPORT 66 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2222654 From-To 2017- |
| 25.45 | NEWPORT 68 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2231509 From-To 2016- |
| 25.46 | NEWPORT 70 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2231586 From-To 2016- |
| 25.47 | NEWPORT 73 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2248136 From-To 2016- |
| 25.48 | NEWPORT 74 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2274173 From-To 2016- |
| 25.49 | NEWPORT 76 FORSYTH STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 81-1797560 From-To 2017- |
| 25.50 | NEWPORT 76 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2238121 From-To 2017- |
| 25.51 | NEWPORT 80 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2253784 From-To 2016- |
| 25.52 | NEWPORT 82 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2230772 From-To 2016- |
| 25.53 | NEWPORT 83 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2255371 From-To 2016- |

Debtor **Newport South Downtown Master, L.P.** Case number (if known) _____

| Business name address | Describe the nature of the business | Employer Identification number Do not include Social Security number or ITIN. |
|-----------------------------------------------------------------------------------------|-------------------------------------|----------------------------------------------------------------------------------|
| | | Dates business existed |
| 25.54 NEWPORT 85 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30309 | SPE | EIN: 82-2261789 From-To 2016- |
| 25.55 NEWPORT 92 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2277852 From-To 2017- |
| 25.56 NEWPORT 97-99 PEACHTREE STREET, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2278579 From-To 2017- |
| 25.57 NEWPORT GORDON COMMERCIAL LOFTS, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2276212 From-To 2017- |
| 25.58 NEWPORT KESSLER COMMERCIAL LOFTS, L.P. 170 Mitchell St SW Atlanta, GA 30303 | SPE | EIN: 82-2292165 From-To 2016- |

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

| Name and address | Date of service From-To |
|-------------------------------------------------------------------------------------------------|----------------------------|
| 26a.1. Kelly Smith Bennett Thrasher 3300 Riverwood Pkwy Suite 700 Atlanta, GA 30339 | |

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

| Name and address | Date of service From-To |
|-------------------------------------------------------------------------------------------------|----------------------------|
| 26b.1. Kelly Smith Bennett Thrasher 3300 Riverwood Pkwy Suite 700 Atlanta, GA 30339 | |

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

| Name and address | If any books of account and records are unavailable, explain why |
|------------------|------------------------------------------------------------------|
|------------------|------------------------------------------------------------------|

Debtor Newport South Downtown Master, L.P. Case number (if known) _____

| Name and address | If any books of account and records are unavailable, explain why |
|------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| 26c.1. Kelly Smith Bennett Thrasher 3300 Riverwood Pkwy Suite 700 Atlanta, GA 30339 | |

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☒ No
☐ Yes. Give the details about the two most recent inventories.

| Name of the person who supervised the taking of the inventory | Date of inventory | The dollar amount and basis (cost, market, or other basis) of each inventory |
|---------------------------------------------------------------|-------------------|------------------------------------------------------------------------------|
|---------------------------------------------------------------|-------------------|------------------------------------------------------------------------------|

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

| Name | Address | Position and nature of any interest | % of interest, if any |
|---------------------|---------------------------------------|-------------------------------------|-----------------------|
| Newport US GP, Inc. | 170 Mitchell St. Atlanta, GA 30303 | General Partner | |
| Olaf Kunkat | 170 Mitchell St. Atlanta, GA 30303 | principal of General Partner | |

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☒ No
☐ Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

Debtor Newport South Downtown Master, L.P. Case number (if known) _____

| | Name and address of recipient | Amount of money or description and value of property | Dates | Reason for providing the value |
|------|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------|-----------|-------------------------------------------------------------------|
| 30.1 | Smith, Gambrell & Russell, LLP 1105 W. Peachtree St. NE Suite 1000 Atlanta, GA 30309 | \$25,000 paid for retainer of Newport 222 Mitchell Street, L.P. | 4/16/2024 | Law firm handling of Newport 222 Mitchell Street, L.P. bankruptcy |
| | Relationship to debtor Beneficiary is affiliate of Debtor | | | |
| 30.2 | Smith, Gambrell & Russell, LLP 1105 W. Peachtree St. NE Suite 1000 Atlanta, GA 30309 | \$25,000 paid for retainer of Newport RE LP | 4/16/2024 | Law firm handling of Newport RE LP bankruptcy |
| | Relationship to debtor Beneficiary is affiliate of Debtor | | | |

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

| | |
|--------------------------------|----------------------------------------------------------|
| Name of the parent corporation | Employer Identification number of the parent corporation |
|--------------------------------|----------------------------------------------------------|

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

| | |
|--------------------------|----------------------------------------------------|
| Name of the pension fund | Employer Identification number of the pension fund |
|--------------------------|----------------------------------------------------|

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 31, 2024

/s/ Kevin Murphy
Signature of individual signing on behalf of the debtor

Kevin Murphy
Printed name

Position or relationship to debtor Designate

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- No
☒ Yes

**Schedule 5 – Exhibit to Statement of Financial Affairs, Sec. 5
Description of Property**

| CREDITOR: Salzufer Holdings Inc. (DIL Date 12/8/2023; Value \$3,801,875) | | | | | |
|---------------------------------------------------------------------------------|------|-----------|---------|-------------------|----------|
| Property Name (all in Fulton County, GA) | Type | Buildings | Stories | Site Area (Acres) | Total SF |
| 92 Peachtree St. | Bldg | 1 | 4 | 0.15 | 21,986 |
| 64 Peachtree St. | Bldg | 1 | 2 | 0.13 | 10,892 |
| 66 Peachtree St. | Bldg | 1 | 2 | 0.10 | 7,490 |
| 68 Peachtree St. | Bldg | 1 | 1 | 0.10 | 3,257 |
| 70 Peachtree St. | Bldg | 1 | 2 | 0.11 | 8,959 |
| 74 Peachtree St. | Bldg | 1 | 2 | 0.12 | 7,640 |
| 76 Peachtree St. | Bldg | 1 | 2 | 0.12 | 7,251 |
| 80 Peachtree St. | Bldg | 1 | 2 | 0.09 | 5,559 |
| 82 Peachtree St. | Bldg | 2 | 4 | 0.61 | 96,731 |

| CREDITOR: Salzufer Holdings Inc. (DIL Date 12/8/2023; Value \$5,139,771) | | | | | |
|---------------------------------------------------------------------------------|------|-----------|---------|-------------------|----------|
| Property Name | Type | Buildings | Stories | Site Area (Acres) | Total SF |
| 55 & 57 Peachtree St. | Bldg | 1 | 2 | 0.09 | 6,620 |
| 61 & 63 Peachtree St. | Bldg | 1 | 2 | 0.07 | 6,262 |
| 46 Broad St. | Bldg | 1 | 4 | 0.28 | 33,832 |
| 60 Broad St. | Bldg | 2 | 3 | 0.27 | 27,623 |
| 83 & 85 Peachtree St. | Bldg | 1 | 5 | 0.20 | 34,814 |
| 134 Forsyth St. | Lot | 0 | 0 | 0.59 | 0 |
| 140 Forsyth St. | Lot | 0 | 0 | 0.33 | 0 |
| 186 Mitchell St. | Bldg | 1 | 2 | 0.12 | 5,260 |

| CREDITOR: SoDo Block B and G Lender (DIL Date 12/20/2023; Value \$1,500,000) | | | | | |
|-------------------------------------------------------------------------------------|------|-----------|---------|-------------------|----------|
| Property Name | Type | Buildings | Stories | Site Area (Acres) | Total SF |
| 195 Trinity Ave. | Lot | 0 | 0 | 0.17 | 0 |
| 171 Peachtree St. | Lot | 0 | 0 | 0.22 | 0 |
| Kessler Lofts - Retail Condos | Bldg | 1 | 1 | 0.35 | 13,611 |

| CREDITOR: BI 68 LLC (Foreclosure Date 3/2/2024; Value \$5,000,000) | | | | | |
|---------------------------------------------------------------------------|------|-----------|---------|-------------------|----------|
| Property Name | Type | Buildings | Stories | Site Area (Acres) | Total SF |
| 222 Mitchell St. | Bldg | 3 | 7 | 2.07 | 333,067 |
| 110 Spring St. | Lot | 0 | 0 | 0.88 | 0 |
| 140 Spring St. | Lot | 0 | 0 | 0.35 | 0 |
| 135 Forsyth St. | Lot | 0 | 0 | 1.03 | 0 |

| CREDITOR: BI 68 LLC (Foreclosure Date 1/2/2024; Value \$20,000,000) | | | | | |
|----------------------------------------------------------------------------|------|-----------|---------|-------------------|----------|
| Property Name | Type | Buildings | Stories | Site Area (Acres) | Total SF |
| 227 & 233 Mitchell St. | Bldg | 2 | 3-4 | 0.32 | 45,990 |
| 223 Mitchell St. | Bldg | 1 | 3 | 0.21 | 17,087 |
| Gordon Lofts - Retail Condos | Bldg | 1 | 1 | 0.45 | 7,408 |
| 76 Forsyth St. | Deck | 0 | 0 | 0.26 | 0 |
| 138 Peachtree St. | Bldg | 1 | 1 | 0.12 | 2,726 |
| 142-150 Mitchell St. | Bldg | 1 | 4 | 0.30 | 36,111 |
| 142 Peachtree St. | Bldg | 2 | 2 | 0.09 | 6,462 |
| 0 Mitchell St. | Lot | 0 | 0 | 0.13 | 0 |
| 170 Mitchell St. | Bldg | 1 | 2 | 0.13 | 7,476 |
| 168 & 172 Trinity Ave. | Bldg | 2 | 2 | 0.19 | 16,127 |

Fill in this information to identify the case:

Debtor name Newport South Downtown Master, L.P.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF GEORGIA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206A/B Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- ☒ No. Go to Part 2.
☐ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- ☒ No. Go to Part 3.
☐ Yes Fill in the information below.

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments

13. Does the debtor own any investments?

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.

Debtor Newport South Downtown Master, L.P. Case number (if known) _____
Name

☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
☐ Yes Fill in the information below.

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
☐ Yes Fill in the information below.

Debtor Newport South Downtown Master, L.P. Case number (if known) _____
Name

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

| Type of property | Current value of personal property | Current value of real property |
|---------------------------------------------------------------------------------------------------------|------------------------------------|--------------------------------|
| 80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i> | <u>\$0.00</u> | |
| 81. Deposits and prepayments. <i>Copy line 9, Part 2.</i> | <u>\$0.00</u> | |
| 82. Accounts receivable. <i>Copy line 12, Part 3.</i> | <u>\$0.00</u> | |
| 83. Investments. <i>Copy line 17, Part 4.</i> | <u>\$0.00</u> | |
| 84. Inventory. <i>Copy line 23, Part 5.</i> | <u>\$0.00</u> | |
| 85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i> | <u>\$0.00</u> | |
| 86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i> | <u>\$0.00</u> | |
| 87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i> | <u>\$0.00</u> | |
| 88. Real property. <i>Copy line 56, Part 9.....></i> | | <u>\$0.00</u> |
| 89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i> | <u>\$0.00</u> | |
| 90. All other assets. <i>Copy line 78, Part 11.</i> | + <u>\$0.00</u> | |
| 91. Total. Add lines 80 through 90 for each column | <u>\$0.00</u> | + 91b. <u>\$0.00</u> |
| 92. Total of all property on Schedule A/B. Add lines 91a+91b=92 | | <u>\$0.00</u> |

Fill in this information to identify the case:

Debtor name Newport South Downtown Master, L.P.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF GEORGIA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☐ Yes. Fill in all of the information below.

Fill in this information to identify the case:

Debtor name Newport South Downtown Master, L.P.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF GEORGIA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.

☐ Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

| | | Amount of claim |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1 | Nonpriority creditor's name and mailing address Anticimex PO Box 2519 Woodstock, GA 30188 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$220.00 |
| 3.2 | Nonpriority creditor's name and mailing address APF Support 191 Peachtree St. Atlanta, GA 30303 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$196,258.00 |
| 3.3 | Nonpriority creditor's name and mailing address Atlanta Downtwn Improvemnt Dist 34 Peachtree St. NW Suite 200 Atlanta, GA 30303 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$63,838.00 |
| 3.4 | Nonpriority creditor's name and mailing address ATT via Raius Global Solutions P.O. Box 390916 Minneapolis, MN 55439 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$1,131.00 |

| | | |
|--------|-------------------------------------------------------------------|------------------------------|
| Debtor | Newport South Downtown Master, L.P. <small>Name</small> | Case number (if known) _____ |
|--------|-------------------------------------------------------------------|------------------------------|

| | | | |
|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 3.5 | Nonpriority creditor's name and mailing address Buro Happold 1175 Peachtree St. NE Suite 08-113 Atlanta, GA 30361 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$16,500.00 |
| <hr/> | | | |
| 3.6 | Nonpriority creditor's name and mailing address CBM Atlanta 2900 Chamblee Tucker Rd. Bld 5-300 Atlanta, GA 30341 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$43,512.00 |
| <hr/> | | | |
| 3.7 | Nonpriority creditor's name and mailing address Choate Construction 8200 Roberts Dr. Suite 600 Atlanta, GA 30350 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Contract</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$553,479.00 |
| <hr/> | | | |
| 3.8 | Nonpriority creditor's name and mailing address CSC 251 Little Falls Drive Wilmington, DE 19808 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$20,252.00 |
| <hr/> | | | |
| 3.9 | Nonpriority creditor's name and mailing address FedEx 100 Peachtree St. NW Suite 160 Atlanta, GA 30303 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$415.00 |
| <hr/> | | | |
| 3.10 | Nonpriority creditor's name and mailing address GC & E 5835 Peachtree Corners E A Norcross, GA 30092 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$18,742.00 |
| <hr/> | | | |
| 3.11 | Nonpriority creditor's name and mailing address JLL 3344 Peachtree Rd NE Suite 1200 Atlanta, GA 30326 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Contract</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes | \$130,925.00 |

| | | |
|--------|----------------------------------------------------------|------------------------------|
| Debtor | Newport South Downtown Master, L.P. Name _____ | Case number (if known) _____ |
|--------|----------------------------------------------------------|------------------------------|

| | | |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.12 | Nonpriority creditor's name and mailing address King and Spalding 1180 Peachtree St. NE Atlanta, GA 30309 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$32,460.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.13 | Nonpriority creditor's name and mailing address LoopNet 185 Berry Street Suite 4000 San Francisco, CA 94107 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$14,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.14 | Nonpriority creditor's name and mailing address Morris Manning and Martin LLP 3343 Peachtree Rd NE Suite 1600 Atlanta, GA 30326 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$139,905.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.15 | Nonpriority creditor's name and mailing address Outfront Media 1100 Abernathy Rd NE Suite 380 Atlanta, GA 30328 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$22,750.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.16 | Nonpriority creditor's name and mailing address Park Place Atlanta 157 Luckie Street, NW Atlanta, GA 30303 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$35,644.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Contract</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.17 | Nonpriority creditor's name and mailing address Phoenix Elevator 1540 Westfork Drive Suite 103 Lithia Springs, GA 30122 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$577.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |
| 3.18 | Nonpriority creditor's name and mailing address Republic Services 75 Curtis Rd Lawrenceville, GA 30046 Date(s) debt was incurred ____ Last 4 digits of account number ____ | As of the petition filing date, the claim is: <i>Check all that apply.</i> \$1,417.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes |

Debtor **Newport South Downtown Master, L.P.** Case number (if known) _____

Name

3.19 Nonpriority creditor's name and mailing address **Skylar**
84 Peachtree St NW
Atlanta, GA 30303
 Date(s) debt was incurred _____
 Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$68,116.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: **Contract**
 Is the claim subject to offset? ☒ No ☐ Yes

3.20 Nonpriority creditor's name and mailing address **Sluss & Padgett**
5924 Peachtree Corners E
Norcross, GA 30071
 Date(s) debt was incurred _____
 Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$12,287.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: **Vendor**
 Is the claim subject to offset? ☒ No ☐ Yes

3.21 Nonpriority creditor's name and mailing address **Studios Architecture**
588 Broadway
Suite 702
New York, NY 10012
 Date(s) debt was incurred _____
 Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$63,875.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: **Contract**
 Is the claim subject to offset? ☒ No ☐ Yes

3.22 Nonpriority creditor's name and mailing address **Summit Fire & Security**
1950 Evergreen Blvd
Suite 500
Duluth, GA 30096
 Date(s) debt was incurred _____
 Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$495.00**
☐ Contingent
☐ Unliquidated
☐ Disputed
 Basis for the claim: **Vendor**
 Is the claim subject to offset? ☒ No ☐ Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

| Total of claim amounts | |
|------------------------|------------------------|
| 5a. | \$ 0.00 |
| 5b. + | \$ 1,436,798.00 |
| 5c. | \$ 1,436,798.00 |

Fill in this information to identify the case:

Debtor name Newport South Downtown Master, L.P.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF GEORGIA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☒ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☐ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.2 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.3 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.4 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

Fill in this information to identify the case:

Debtor name **Newport South Downtown Master, L.P.**

United States Bankruptcy Court for the: **NORTHERN DISTRICT OF GEORGIA**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206H Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

| Name | Mailing Address | Name | Check all schedules that apply: |
|------|------------------------------------------|------|------------------------------------------------------------------------------------------|
| 2.1 | <p>Street</p> <p>City State Zip Code</p> | | <input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G |
| 2.2 | <p>Street</p> <p>City State Zip Code</p> | | <input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G |
| 2.3 | <p>Street</p> <p>City State Zip Code</p> | | <input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G |
| 2.4 | <p>Street</p> <p>City State Zip Code</p> | | <input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G |

Fill in this information to identify the case:

Debtor name Newport South Downtown Master, L.P.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF GEORGIA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*..... \$ **0.00**

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*..... \$ **0.00**

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*..... \$ **0.00**

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ **0.00**

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ **0.00**

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ **1,436,798.00**

4. **Total liabilities**
Lines 2 + 3a + 3b

\$ **1,436,798.00**

Fill in this information to identify the case:

Debtor name Newport South Downtown Master, L.P.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF GEORGIA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 31, 2024

X /s/ Kevin Murphy

Signature of individual signing on behalf of debtor

Kevin Murphy

Printed name

Designate

Position or relationship to debtor

B2030 (Form 2030) (12/15)

**United States Bankruptcy Court
Northern District of Georgia**

In re **Newport South Downtown Master, L.P.**

Debtor(s)

Case No.

Chapter

7

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

| | | |
|-------------------------------------------------------------|----|------------------|
| For legal services, I have agreed to accept | \$ | 25,000.00 |
| Prior to the filing of this statement I have received | \$ | 25,000.00 |
| Balance Due | \$ | 0.00 |

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

May 31, 2024

Date

/s/ Michael F. Holbein

Michael F. Holbein

Signature of Attorney

Smith, Gambrell & Russell, LLP

1105 W. Peachtree St. NE

Suite 1000

Atlanta, GA 30309

404-815-3607 Fax: 404-685-6907

mholbein@sgrlaw.com

Name of law firm

NEWPORT SOUTH DOWNTOWN MASTER, L.P.

WRITTEN CONSENT OF GENERAL PARTNER

May 31, 2024

Pursuant to Section 10.1 of the Amended and Restated Limited Partnership Agreement of Newport South Downtown Master, L.P., a Delaware limited partnership (as amended from time to time, the “**Agreement**”), and Delaware Revised Uniform Limited Partnership Act, 6 Del. C., §17-101, *et seq.*, the undersigned, NEWPORT US GP, INC. (the “**General Partner**”) being the General Partner of Newport South Downtown Master, L.P., a Delaware limited partnership (the “**Partnership**”), hereby adopts, approves, authorizes, ratifies, and takes the following actions:

Whereas, the General Partner, with the advice and counsel of its attorneys and other professional advisors, has fully considered the Partnership’s need for liquidation and the alternatives available to it in that regard;

Whereas, upon such full consideration the General Partner has concluded that it is in the best interests of the Partnership to authorize the Partnership to file a petition under Chapter 7 of title 11 of the United States Code, as amended (the “**Bankruptcy Code**” or the “**Code**”);

Whereas, the General Partner accordingly believes that it is in the best interests of the Partnership to approve the Partnership’s commencement of a case under chapter 7 of the Code as expeditiously as possible and to take any and all actions necessary and appropriate to effect the same;

Be it resolved, that Kevin Murphy (the “**Designate**”) is hereby authorized and directed to take all actions as he deems necessary and appropriate to commence a case concerning the Partnership under chapter 7 of the Code, including providing for the Partnership to file a petition under said chapter 7 in the United States Bankruptcy Court for the Northern District of Georgia;

Be it further resolved, that the Partnership retain the law firm Smith, Gambrell & Russell, LLP to represent the Partnership in, and to serve as its counsel in connection with the preparation, commencement, and administration of, said case under chapter 7 of the Code, upon such terms as are determined reasonable and appropriate by the Designate and are obtainable by negotiation with said firm;

Be it further resolved, that the Partnership provide to said law firm a fee for the engagement authorized by these resolutions, and to make additions to such deposit from time to time, in such amounts as may be required by said firm and shall be determined to be reasonable and appropriate by the Designate;

Be it further resolved, that the Designate is hereby authorized and directed, from time to time, to sign such pleadings, lists, notices, and other agreements, instruments and documents, including a petition, schedules, affidavits, and verifications, and any amendments, modifications, or supplements thereto, and to do such other acts and things, as the Designate deems necessary or appropriate for the purpose of commencing and proceeding with a chapter 7 case concerning the Partnership or otherwise fulfilling the intentions of the foregoing resolutions;

Be it further resolved, that all documents heretofore signed and all actions heretofore taken in furtherance of the transactions authorized by the foregoing resolutions are hereby ratified, approved, and declared binding on the Partnership;

In witness whereof, the General Partner has executed this consent as of the date first above written

by NEWPORT US GP, INC., a Delaware Corporation, its general partner

By  _____

Olaf Kunkat
Chief Executive Officer

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

In re:

NEWPORT SOUTH
DOWNTOWN MASTER, L.P.,

Debtor.

)
)
)
)
)
)
)

Chapter 7

Case No. _____

DEBTOR'S LIST OF CREDITORS¹

Anticimex
PO Box 2519
Woodstock, GA 30188

APF Support
191 Peachtree St.
Atlanta, GA 30303

Atlanta Downtwn Improvemnt Dist
34 Peachtree St. NW
Suite 200
Atlanta, GA 30303

ATT via Raius Global Solutions
P.O. Box 390916
Minneapolis, MN 55439

Buro Happold
1175 Peachtree St. NE
Suite 08-113
Atlanta, GA 30361

¹ The list of creditors is also being uploaded to the Court via ECF.

CBM Atlanta
2900 Chamblee Tucker Rd.
Bld 5-300
Atlanta, GA 30341

Choate Construction
8200 Roberts Dr.
Suite 600
Atlanta, GA 30350

CSC
251 Little Falls Drive
Wilmington, DE 19808

FedEx
100 Peachtree St. NW
Suite 160
Atlanta, GA 30303

GC and E
5835 Peachtree Corners E A
Norcross, GA 30092

JLL
3344 Peachtree Rd NE
Suite 1200
Atlanta, GA 30326

King and Spalding
1180 Peachtree St. NE
Atlanta, GA 30309

LoopNet
185 Berry Street
Suite 4000
San Francisco, CA 94107

Morris Manning and Martin LLP
3343 Peachtree Rd NE
Suite 1600
Atlanta, GA 30326

Outfront Media
1100 Abernathy Rd NE
Suite 380
Atlanta, GA 30328

Park Place Atlanta
157 Luckie Street, NW
Atlanta, GA 30303

Phoenix Elevator
1540 Westfork Drive
Suite 103
Lithia Springs, GA 30122

Republic Services
75 Curtis Rd
Lawrenceville, GA 30046

Skylar
84 Peachtree St NW
Atlanta, GA 30303

Sluss & Padgett
5924 Peachtree Corners E
Norcross, GA 30071

Studios Architecture
588 Broadway
Suite 702
New York, NY 10012

Summit Fire & Security
1950 Evergreen Blvd
Suite 500
Duluth, GA 30096